California
INTERNATIONAL LAW
Section Newsletter

State Bar of California

Letter from the Chair

July 2003

David L. Teichmann
GRIC Communications, Inc.
Chair, Executive Committee

Dear International Law Section Members,

Greetings to each of you on behalf of the Executive Committee of the International Law Section!

As the end of summer approaches, the Executive Committee is pleased to invite you to attend and participate in a variety of activities that have been lined up for your benefit. Our members have been actively working on a number of high quality programs that will roll out beginning in early August.

On August 9th, in conjunction with the Annual Meeting of the American Bar Association in San Francisco, the ILS will present a panel entitled "**Reducing Payment Risk in International Transactions: How to Make Sure Your Client (and You) Get Paid."** When a buyer is located in an emerging market, the financing challenges and risk factors of a transaction multiply. This program of leading authorities and experienced practitioners will provide invaluable advice on how to reduce the credit risks of sales to such buyers while creating financing terms that encourage sales. Panelists include: Susan Liebeler, Lexpert Research Services, Moderator; Steven DeLateur, Law Offices of Steven DeLateur, PLC and former Loan Officer, EXIM Bank; Donal Hanley, Legal Director, Tombo Aviation, Inc.; Gary Mendell, President, Meridian Finance.

In Southern California, on September 4 thru 7, the ILS will offer several programs at the Annual State Bar Meeting to be held this year in Anaheim.

This year we also have the pleasure of working with the International Bar Association, which is holding its meeting in San Francisco during mid-September. On Wednesday, September 17th, from 8 to 10 a.m., the ILS will provide a two-hour showcase program on **"Multi-Jurisdictional Practice: The California Perspective."** The program will be at the Marriott Hotel. Moderated by Alan Kindred and Peter Gelles, with Joanne Garvey and Mark Tuft as speakers, this unique panel will focus on a very timely and important issue for California-based practitioners. For further information, see www.ibanet.org. In addition, we are proud to announce two immigration panels at the IBA meeting. On Tuesday, September 16th, from 2 to 5 p.m. the ILS, in cooperation with Committee 14 of the IBA, will provide an immigration-focused program, **"11 September 2001—A Comparative Study of the Effect of the Continuing Effect Terrorism Threat on International Immigration Policies"**, and on Thursday, September 18th, the second part of this series continues in a program titled: **"The Global Race for Talent—How Do Countries Attract the Highly Skilled?"** The first program will be moderated by David Hirson and will feature a speaker from the U.S. Department of State, Mr. Stephen K. Fischel, among several other prominent practitioners from international jurisdictions.

Due to the onset of the SARS virus during late April and May, we had to postpone our May 16th program **"Structuring and Operating Busi-**

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ness Ventures in the Middle Kingdom: Legal and Practical Strategies for Success in China." Fortunately, it has now been rescheduled for November 7th at the Westin Hotel in Palo Alto. This special event, expected to draw a sizeable crowd from across the state, will be held in cooperation with the American Corporate Counsel Association and the Business Law Section.

Please refer to www.calbar.ca.gov for further information regarding the calendar of events.

These programs are an example of the work your ILS is doing to fulfill the core mission of delivering high quality education and networking opportunities to California-based practitioners interested in international legal issues. How are we doing so far?

This September at the Anaheim meeting, I will pass on the reins to Linnet Harlan, a long-time ILS member and one of the most-energetic Executive Committee members I have had the pleasure of associating with over the years. She will be ably joined by a great group of officers and a number of new faces as Executive Committee members and Advisers. I won't steal her thunder—she can tell you how great they are in her first letter to you. But I do want to assure you that this year's record number of suberb candidates for the Executive Committee is evidence of California practitioners' increasing interest in international legal affairs. In large part, I believe that the dedication and efforts of this year's officers and Committee members has played a role in fomenting this interest.

Thank you for the opportunity to have served as Chairperson of the ILS this past year, Blessed with a great team of fellow officers — Lisa Mammel, Brian Katz, Bruce Boyd and Russ Kerr — I am confident that the seeds we have planted will continue to grow under Linnet's leadership. Please give her your full support.

In April I encouraged you, as you approach each day, to share your knowledge and insights with colleagues, friends, family and others in your community by engaging in discussions of international legal issues – especially with young people who will inherit the legacy that we leave behind. In closing today, I remind you of the special opportunity you have, both as an individual and as a member of a community, to shape the world to be a better place by getting involved.

Sincerely,

David L. Teichmann
Chairman
International Law Section

CHINA UPDATE: REFORMS FOR FOREIGN CAPITAL IN SOEs—A STEP FORWARD

By: George Ribeiro, Esq.
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For the purposes of guiding and regulating the acts of reorganization of State-owned Enterprises ("SOEs") by using foreign capital and promoting a strategic change in SOEs, the State Economic and Trade Commission, Ministry of Finance, State Administration for Industry and Commerce and Sate Administration of Foreign Exchange jointly promulgated the Provisional Rules on Reorganization of SOEs by Using Foreign Funds ("Rules").

Under the Rules, "reorganization of SOEs by using foreign capital" includes the following situations:

(i) The title owners of the SOEs transfer all or part of their title or stock rights to foreign investors (i.e. share sale);

(ii) The creditors of the SOEs in China transfer their right of credit to foreign investors;

(iii) The SOEs sell all or the majority of their assets to foreign investors (i.e. asset sale); or

(iv) The SOEs introduce foreign capital through increase in capital and allotment of shares.

Enterprises falling within any of the above will be transformed or reorganized into foreign invested enterprises.

The Rules specify three fundamental conditions that the foreign investors should meet in order to be selected to take part in the reorganization of SOEs. They should possess:

(i) The operational qualities and the level of techniques as required by the SOEs;

(ii) Good commercial reputation and capability of management; and

(iii) Good financial conditions and economic strength.

The Rules require the foreign investors to put forward a readjustment proposal, setting out particulars like the measures for strengthening the enterprise management, the exploration of new products and technological transformation, etc.

The Rules further require that the reorganizers and the reorganized companies provide for proper arrangement of the staff and workers. The reorganized enterprises have to pay off default wages and salaries, loans from employees, social insurance premium and other fees with their existing assets. With regard to the credits and debts of the SOEs, they are required to be carried by the original enterprises in the event of reorganization by asset sale. For reorganization under other means, the credits and debts are assumed by the enterprises after the reorganization.

UK UPDATE: UNITED KINGDOM—New Entry Visa Requirements for 10 Non—European Countries Starts November 2003

By: Andréa Elliott, B.A., L.L.B.
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Starting 13 November 2003, passport holders of 10 non-European countries who intend to stay in the United Kingdom for six months or more will need to apply for a visa known as an ***"entry clearance"*** before traveling to the U.K.

The requirement for entry clearance will be phased in within the next two years for nationals of countries not currently subject to a visa regime. Citizens of these countries will continue not to require a visa for visits of less than six months.

The first phase of countries affected are the **United States**, Canada, Japan, Australia, New Zealand, Singapore, Malaysia, South Africa, South Korea and Hong Kong. A requirement for nationals of these countries to obtain entry clearances for longer stays than six months will be introduced from 13 November 2003. Further countries will be added to this list by 2005.

This new requirement will primarily affect ***work permit holders***, holders of training and work experience scheme permits and students studying for longer than six months. Those coming in other long term immigration categories generally already require prior entry clearance under the current Immigration Rules.

The clearance will be issued at British embassies in the form of a "tamper proof sticker" accompanying a photo in their passports.

The new measure is being introduced to maintain effective immigration control and to prevent illegal workers entering U.K. with forged documents.

Additionally, the visa requirement is in fact intended to make better use of "valuable immigration service resources" by shifting decisions away from immigration officers at the ports of entry to entry clearance officers at the British consulates and high commissions around the world. Similar measures are being phased in across Europe.

For people who will need the entry clearance visas:

- They must apply for a visa before traveling to the U.K. at their local U.K. consulate;
- The fees of the visa equivalent in local currency of £75 for work permit holder and training and work experience scheme permit holders, and £36 for students;
- Those companies familiar with bringing employees into the U.K. very quickly on a faxed copy of a work permit, a practice only available to non visa nationals will *no longer be able to follow this practice*. At the moment it is not clear whether work permit holders will have to return to the country in which they have long term residence or citizenship to make their visa applications before they can enter the U.K. and start work.

For people who are not aware of this change, a transitional grace period will go into effect until 1 minute before midnight on 13 January 2004, during which time any traveler who arrives at a U.K. port who could qualify for entry but does not have the necessary clearance will be admitted.

CROSS-BORDER DISPUTES AND NEUTRAL COURTS—Recent Ruling from the Supreme Court in India

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It is common practice for foreign companies entering into contracts with Indian companies to stipulate that the agreement be governed by a foreign law and be enforceable in a foreign court. When relationships run into rough weather, many a times, the Indian companies approach Indian courts on the ground that inspite of such agreement, Indian courts have natural jurisdiction over the subject matter. As a result, parties end up litigating in Indian courts, as opposed to what they agreed. The situation gets even worse, if the agreement is governed by foreign law, because in India, foreign law needs to be proved as a fact, by leading evidence.

In a recent judgment, the Supreme Court of India has held that the parties to a contract can agree to submit to the exclusive or non-exclusive jurisdiction of a foreign "neutral" court, i.e., a court in a country to which none of the parties or the transaction under the agreement is in any way connected. The court clarified that such contracts are an exception to the well settled principle under section 20 of India's Code of Civil Procedure, 1908 ("CPC"), which stipulates that parties cannot by agreement confer jurisdiction upon a court, to which the CPC applies, if such court does not have jurisdiction otherwise. (*Modi Entertainment Network v. W.S.G. Cricket Pte.*

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Ltd., 2003 AIR SCW 733)

While deciding the case, the Supreme Court considered two issues. The first issue was whether the parties to a contract can agree to have their disputes resolved by a foreign court (either a "neutral court" or a "court of choice") by creating exclusive or non-exclusive jurisdiction on such court. The second one was whether the Indian party to a contract can seek an anti-suit injunction from an Indian court against the proceedings in a foreign court (the forum of choice agreed under the contract) on the ground that the Indian court has natural jurisdiction over the subject matter.

In *Modi* (*id.*), Modi Entertainment Network ("Modi") entered into an agreement with W.S.G. Cricket Pte. Ltd. ("WSG") (the "Agreement") under which it got the exclusive right to sell the commercial rights of the international cricket series held in Kenya in October 2000 ("Event"). Under the Agreement, WSG granted an exclusive license to Modi to telecast the Event on Doordarshan (Indian channel) and to sell the advertisement slots, for which Modi agreed to pay a minimum guaranteed amount of Rs. 15 crores (US$ 3,125,000) to WSG. The license was restricted to terrestrial free to air telecast on Doordarshan, as the satellite broadcast rights had been granted to ESPN.

The Agreement's natural forums of jurisdiction were Indian and Singapore courts, because Modi was based in India and WSG in Singapore. However, the jurisdiction clause in the Agreement provided that "this Agreement shall be governed by and construed in accordance with English law and the parties hereby submit to the non-exclusive jurisdiction of the English Courts (without reference to English conflict of law rules)."

As soon as the telecast commenced, WSG alleged breach of the Agreement by Modi on the ground that Doordarshan's signal was being received in the Middle East in violation of the license. WSG also threatened to discontinue the feed given to Doordarshan. Pursuant to this, Modi filed a suit in Bombay High Court, *inter alia*, for damages, alleging that WSG's threats prevented advertisers from advertising on Doordarshan. WSG, on the other hand, filed an action against Modi in the High Court of Justice Queen's Bench Division (the "English Court") for a money decree to recover the minimum amount of Rs. 15 crores (US$ 3,125,000) and got a writ of summons issued. The writ of summons called upon Modi to notify the English Court of its intention to contest jurisdiction and also stated that failure to do so would amount to submitting to the English Court's jurisdiction. Modi entered appearance in the English Court and sought three weeks' time.

In the meantime, Modi took out proceedings in the suit filed in the Bombay High Court, seeking an anti-suit injunction against WSG's suit in the English Court, on the grounds that the Indian court was the natural forum in respect of disputes between Modi and WSG and that the proceedings in the English Court would be oppressive and vexatious. A single bench of the Bombay High Court granted the anti-suit injunction, which, however, was vacated by a division bench of the Bombay High Court.

In appeal in the Supreme Court of India, Modi raised two contentions in support of its prayer for anti-suit injunction. The first contention was that the English Court was a forum non-conveniens in view of the allegation of breach of Agreement by WSG in an unforeseen manner. The second contention was that the English Court had no connection with either the parties or the subject matter, and that it was not a court of natural jurisdiction.

The Supreme Court observed that the parties had foreseen a possible breach of the Agreement and had agreed to resolve the issues arising from the Agreement through the forum of choice. Thus, the foresee-ability test could not be applied. The court held that the foreseeablity test could be applied only in circumstances where the forum of choice got merged with another court, etc., making it impossible for the parties to approach the forum of choice. The Supreme Court also observed that the second contention could be considered only when evidence was adduced that contractual obligations had been disregarded. The Supreme Court held that it was not a sufficient reason to justify the interdiction of an action in a foreign court of choice (agreed by the parties) by a court of natural jurisdiction.

After detailed consideration of the facts that (a) Modi had filed the suit in the court of natural jurisdiction; (b) the English Court had no nexus with the parties or the subject matter and was not a natural forum; and (c) Modi and WSG had agreed to submit to the non-exclusive jurisdiction of the English Court to resolve the disputes arising under the Agreement in accordance with English law, the court held that in the absence of sufficient reasons to the contrary provided by Modi, the intention of the parties evidenced by the Agreement should prevail.

Therefore, while contracting with an Indian party, the foreign parties to the contract may choose to submit to the exclusive or non-exclusive jurisdiction of a foreign court, notwithstanding that none of the parties or the transaction under the agreement is connected with such foreign court.

LEGAL UPDATES FROM INDONESIA

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DPR Endorses Education Bill

On June 11, the Indonesian Parliament (DPR) endorsed a highly controversial bill on education despite a boycott by the Indonesian Democratic Party of Struggle (PDI-P), the largest faction in the DPR and the party of President Megawati. Passage of the bill was seen as a victory for a coalition of Muslim based parties in cooperation with Golkar, the second largest DPR faction.

At the center of the debate is Article 13 of the bill providing that each student has the right to religious instruction by teachers of the same faith. Many Christian, Buddhist and Hindu leaders, together with some secular Muslim groups, oppose the bill on the basis that it constitutes undue state intervention in privately funded education and may lead to Muslim domination of the national education system. Regional governments have also spoken out against the bill because of its centralist underpinnings, pointing out that the bill is in direct contradiction to regional autonomy laws and regulations.

As a practical matter, many Muslim children study in private religious schools, generally perceived as providing a broader and more rigorous curriculum than Indonesian public schools. Based on Article 13, private schools would be required to limit enrolment to students of a particular denomination or change their curriculum to include classes and teachers of a different faith. Several groups have already voiced their intent to seek a judicial review of the law.

Passage of the bill represents a political defeat for President Megawati and her PDI-P, but she is still holding some of the cards. Under post-Soeharto amendments to the 1945 Constitution, the bill automatically becomes law if the President fails to sign it within 30 days of passage. Nonetheless, the bill requires 10 Government Regulations for its implementation, all of which requires the President's signature and could be crafted to mold the law more to her liking. Alternatively, she could withhold promulgation of the regulations indefinitely thereby thwarting practical implementation of the law.

Amendments to Anti-Money-Laundering Law Prepared

On June 10, a bill to amend Indonesia's anti-money-laundering law (Law No. 15 of 2002) was approved by President Megawati and submitted by the government to the DPR. Key amendments include reducing the reporting period of suspicious transactions from 14 to three days, eliminating any financial threshold amount from the definition of "suspicious transaction", and banning banks from disclosing information about reported transactions to third parties.

Indonesia's international reputation as a safe haven for money-laundering activities has been confirmed by its continuing inclusion on the blacklist of the Financial Action Task Force (FATF). Passage of these amendments is seen as a prerequisite to any attempt to seek removal from the blacklist in October 2003 at the next scheduled FATF meeting.

Revocation of Visa-Free Facility Postponed

As reported by Antara News Service, Minister of Justice (MoJ) Yusril Ihza Mahendra has announced postponement of a controversial presidential decree that would have revoked the visa-free facility afforded tourists from 48 countries, including most of Indonesia's major trading and investment partners. The proposed decree, previously scheduled to come into force on October 1, had drawn howls of protest from the Indonesian tourism industry.

US Supreme Court Rejects Pertamina Appeal

On June 2, the United States Supreme Court rejected appeals by both the Indonesian government and state-owned oil company Pertamina arising out of the protracted US$261 million contract dispute between Pertamina and Karaha Bodas Co. LLC (KBC), a partnership controlled by investment groups in the United States.

The case arises out of a 1994 contract with Pertamina under which KBC was to develop a US$1 billion, 400-megawatt power project in Karaha, West Java. After the project was suspended by the Indonesian government in 1997, KBC brought the matter to arbitration in Switzerland and was awarded US$261 million as compensation for costs and lost earnings.

Pertamina challenged the award on various grounds, but KBC succeeded in obtaining federal court orders freezing funds held by Pertamina in various bank accounts in the United States. In effect, the Supreme Court has declined to overrule orders from the Second US Circuit Court of Appeals in New York and the Fifth US Circuit Court of Appeals in New Orleans requiring that the arbitral award be paid from the frozen accounts. Whether the Supreme Court ruling will cause Pertamina to finally throw in the towel remains to be seen.

UPDATE ON CANADA-U.S. "SMART BORDER" AGREEMENT

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In December 2001, Canadian Deputy Prime Minister John Manley and then Governor Tom Ridge (now Director U.S. Department of Homeland Security) signed the ***Smart Border Declaration*** and associated 30-point Action Plan to enhance the security of our shared border while facilitating the legitimate flow of people and goods. The Action Plan has four pillars: the secure flow of people, the secure flow of goods, secure infrastructure, information sharing and coordination in the enforcement of these objectives. The following is a summary of significant developments to date, as they concern immigration policies and regulations.

BIOMETRIC IDENTIFIERS
Canada and the United States have agreed to develop common standards for biometrics and have also agreed to adopt interoperable and compatible technology to read biometrics. In the interest of having cards that could be used across different modes of travel, it has been agreed to use cards that are capable of storing multiple biometrics. Canada and the United States have begun to integrate biometric capabilities into new programs being deployed. For example, the NEXUS-Air pilot program will evaluate iris-scanning technology and the new Canadian Permanent Resident Card is biometric-ready.

PERMANENT RESIDENT CARDS
Since June 28, 2002, Permanent Resident Cards have been issued to all new immigrants arriving in Canada, replacing the fraud-prone paper IMM 1000. On October 15, 2002, Canada began processing applications from immigrants who already possess RIR status in Canada, for the purpose of travel. Effective December 31, 2003, the IMM 1000, also known as "Record of landing" will no longer be recognized as a legal document for travel purposes.

VISA POLICY COORDINATION
Canada and the United States have agreed to enhance cooperation between their respective Embassies overseas, which will allow officials to more routinely and more efficiently share information on intelligence and specific data concerning high-risk individuals. The two countries have also agreed to formally consult one another during the process of reviewing a third country for the purpose of visa impositions exemptions. Canada and the United States are also continuing to work together to identify countries that pose security concerns with a view toward further cooperation on visa policy. Canada and the United States currently have common visa policies for 144 countries.

AIR PRECLEARANCE
The in-transit pre-clearance project in Vancouver, suspended as a result of the events of September 11, was reinstated on February 14, 2002. "*The Agreement on Air Transport Preclearance between The Government of Canada and The Government of the United States of America"* signed on January 18, 2001, allows for the expansion of in-transit preclearance to other Canadian airports and also has provisions that modernize the regime governing preclearance. U.S. government agencies are seeking authority from Congress to offer reciprocal authorities and immunities for Canadian customs and immigration officials in the United States.

ADVANCE PASSENGER INFORMATION / PASSENGER NAME RECORD
Canada and the United States have agreed to share Advance Passenger Information and Passenger Name Records (API/PNR) on high-risk travelers destined to either country.

JOINT PASSENGER ANALYSIS UNITS
Canada and the United States have agreed to a co-location of customs and immigration officers in Joint Passenger Analysis Units to more intensively cooperate in identifying potentially high-risk travelers. Pilot joint passenger analysis units became operational at the Vancouver and Miami international airports on September 30, 2002, staffed with Canadian and U.S. officials.

COMPATIBLE IMMIGRATION DATABASES
Canada and the United States have begun discussions towards developing parallel immigration databases to facilitate regular information exchange. Other examples of information exchange include lookouts from respective databases and automating existing exchanges.

IMMIGRATION OFFICERS OVERSEAS
Canada and the United States have begun deploying new immigration officers overseas to deal with document fraud, liaison with airlines and local authorities, and work with other countries to ensure intelligence liaison and to interrupt the flow of illegal immigrants to North America.

CLEARANCE AWAY FROM THE BORDER
Canada and the United States are developing approaches to move customs and immigration inspection activities away from the border to improve security and relieve congestion where possible. Canada and the United States have completed a joint analysis of the operational benefits that could be achieved with the implementation of small and large shared facilities located in one country or the

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explore approaches to the legal challenges that flow from border inspection services of one country operating in the other.

INTEGRATED INTELLIGENCE

The Government of Canada has established Integrated National Security Enforcement Teams (INSETs), which will include representatives from federal enforcement and intelligence agencies, as well as international law enforcement partners such as the U.S., on a case-by-case basis and Canada has participated since April 9, 2002, in the U.S. Foreign Terrorist Tracking Task Force (FTTTF) in Washington, to detect, interdict, and remove foreign terrorist threats.

FINGERPRINTS

With the development of a Memorandum of Cooperation, the RCMP and the FBI will implement an electronic system for the exchange of criminal records information, including fingerprints, using a standard communication interface.

FREEZING OF TERRORIST ASSETS

Canada and the United States have a working process in place to share advance information on individuals and organizations that may be designated as terrorist in order to coordinate the freezing of their assets. To date, Canada and the United States have designated or listed over 360 individuals and organizations.

REFUGEE/ASYLUM PROCESSING

Canada and the United States have made significant progress on a Statement of Mutual Understanding (SMU) to allow them to more effectively exchange information on immigration-related issues. The two countries are also very close to an agreement, which will permit the systematic sharing of information relating to asylum seekers. This will help each country identify potential security and criminality threats and expose "forum shoppers" who seek asylum in both systems. This exchange of information will be in accordance with the privacy laws of both countries. Canada and the United States have signed a *Safe Third Country Agreement* that allows both countries to manage the flow of individuals seeking to access their respective asylum systems. The Agreement will cover asylum claims made at land border ports of entry. The Agreement is bound by the principle of family reunification in determining whether an individual would be exempted from the requirement of making a claim in the first country of arrival. Both countries are finalizing the regulatory framework necessary to implement this Agreement. Canada and the United States are continuing cooperation in removing individuals to source countries.

Sergio Karas is a Canadian lawyer practicing in the area of Immigration Law in Toronto. He is a member of the Board of Directors of several community organizations, and a regular speaker at international legal seminars. His comments and opinions are general and are not intended to be interpreted with respect to any specific situation.

State Bar of California
International Law Section
Presents
Structuring and Operating Business Ventures in the Middle Kingdom: Legal and Practical Strategies for Success in China

Friday, November 7, 2003
Sheraton Palo Alto Hotel
Palo Alto, California

In Cooperation With:
The American Corporate Counsel Association
(San Francisco Bay Area Chapter)
Business Law Section, State Bar of California

The statistics on China are impressive: it's the world's most populous country and biggest market, with an inexpensive labor market that demands wages less than 5% of those in the U.S. A recent U.N. report indicates China is expected to become the top recipient of foreign direct investment, overtaking the U.S. Doing business with China is an opportunity too good to miss.

Focus: How businesses and their legal counsel can navigate the complex corporate, business, tax and regulatory legal issues associated with doing business in Mainland China. Speakers will provide strategies for maximizing the economic success of business initiatives in China as well as methods for repatriating funds and considered exit strategies.

Who Can Benefit: Business development, marketing and other senior executives in technology-based and non-technology-based companies; in-house corporate, intellectual property, tax, and international counsel doing business in Mainland China; attorneys and other professionals working in the international arena in Asia; business and corporate lawyers who seek to understand the economic structure of China.

Keynote speaker: The Honorable Wang Yunxiang, Consul General of the People's Republic of China in San Francisco.

Moderators and panelists: Experts from Beijing, Shanghai, Hong Kong, Taipei and the United States will participate. Their affiliations include: The University of Hong Kong, Asian Institute of International Financial Law; Deloitte Touche; Heller Ehrman White & McAuliffe; King & Wood; Lee & Li; Morrison & Foerster; and Squire, Sanders & Dempsey; among others.

Registration Fee: $295 for Members of the International Law Section (ILS) and the Business Law Section (BLS) of the State Bar of California and the American Corporate Counsel Association; $345 for non-members (fee includes membership in the ILS); $125 for full time government/academic; $75 for students. Fee includes the conference, program materials, continental breakfast, luncheon, refreshments and reception.

The Conference Program

7:30 – 8:30 a.m.	***Registration; Continental Breakfast***
8:30 – 8:40 a.m.	**Welcome** - **David Teichman**, Chair, Executive Committee of the International Law Section, GRIC Communications, Inc.; and **Tim Hoxie**, Chair, Executive Committee of the Business Law Section, Heller Ehrman White & McAuliffe, Menlo Park
8:40 – 8:50 a.m.	**Overview of Conference Sessions; Thanks to Sponsors** **Lucas S. Chang**, Conference Chair Heller Ehrman White & McAuliffe, Menlo Park and Hong Kong
Session 1 **8:50 – 10:10 a.m.**	**Corporate Partnering; Joint Ventures; Cross-Border M&A's** **Moderator: Carson Wen**, Heller Ehrman White & McAuliffe, Hong Kong, *"Recent Significant Legislation Regarding Foreign Investment in China"* **Panelists: Don Lewis,** University of Hong Kong, Hong Kong, *"Equity and Cooperative Joint Ventures: Government Approvals, Capital Cont ributions and Corporate Governance"*; **Xiao Yang Li,** King and Wood, Beijing, *"Legal Issues in Buying into PRC Companies - Recent Legislat ion and Practices"*; **Dan Ping Mu**, World Heritage Foundation, Beijing and Los Angeles, *"Cultural Issues Involved in Negotiations Mergers and Acquisitions between US and Chinese Parties"*
10:10 – 10:20 a.m.	***Break - Refreshments***
Session 2 **10:20 – 11:20 a.m.**	**Financing, Banking, and Securities Regulations and Markets** **Moderator: Xiao Ming Li**, King and Wood, Beijing, *"Acquisitions by Foreign Companies of Chinese Public Companies – New Chinese Legislations and Their Implications"* **Panelists: Lawrence Liu**, Lee & Li, Taipei, *"Corporate Governance and Financial Supervision: New Trends in Relational Societies"*; **John Lo**, Squire, Sanders & Dempsey, Hong Kong, *"Building a Legal Framework for Venture Capital Fund Formation in China"*
Session 3 **11:20 – 12:20 p.m.**	**U.S. and China Tax Structuring and Planning** **Moderator: Lili Zheng**, Deloitte Touche, San Jose, *"International Tax Considerations for Structuring your Investment in Greater China"* **Panelists: Albert S. Golbert**, Golbert & Associates, Los Angeles; **Andrew Zhu**, Deloitte Touche, San Jose, *"China Tax Considerations in Investing in China"*

The Conference Program

(continued)

Luncheon and Keynote Speaker

12:20 – 1:50 p.m.	**The Honorable Wang Yunxiang** Consul General of the People's Republic of China in San Francisco, *"Sino-US Relations and Opportunities in China"*
Session 4 **1:50 – 2:50 p.m.**	**Development, Manufacturing and Distribution in China** **Moderator: Don Lewis**, University of Hong Kong, Hong Kong, *"Foreign Investment Policy Guidelines: Implications for Development, Manufacturing and Services"* **Panelists: Nitaya Yamamoto**, Solectron Corporation, Milpitas, *"Keys to Successful EMS Providers Doing Business in China";* **Bo-sen Von**, Lee & Li Business Consulting, Shanghai, *"Policies and Regulations: China's Post-WTO Developments in Foreign Participation in Distribution"*
2:50 – 3:00 p.m.	***Break - Refreshments***
Session 5 **3:00 – 4:00 p.m.**	**Utilizing Resources of the Greater China** **Moderator: Lawrence Liu**, Lee & Li, Taipei, *"Nimble Taiwan: Joint Venture Strategies in the Greater China"* **Panelists: Kalley Chen**, King & Wood LLP, Fremont, *"Introduction of the Professional Resources in the Greater China"*; **Bo-sen Von**, Lee & Li Business Consulting, Shanghai, *"Getting the Right Answer in China—Is a Second Source of Reference or Opinion Necessary?";* **Carson Wen**, Heller Ehrman White & McAuliffe, Hong Kong, *"IPOs and Listing in the Greater China:*
Session 6 **4:00 – 5:20 p.m.**	**Revenue Repatriation, Insolvency and Exit Strategies** **Panelists: Don Lewis**, University of Hong Kong, Hong Kong, "Exit Strategies and Takeover Approaches in Joint Ventures"; **Steven L. Toronto**, Morrison Foerster, Beijing; **Andrew Zhu**, Deloitte Touche, San Jose, *"Pros and Cons of Dividends, Interest, Royalties, Service Fees and Other Repatriation Mechanisms"*
5:20 – 5:45 p.m.	**Questions and Answers; Wrap-Up** **Bruce Boyd**, Conference Co-Chair Dodd-Mason-George, LLP, San Jose
5:45 – 7:00 p.m.	***Reception***

REGISTRATION FORM

The International Law Section of the State Bar of California

Structuring and Operating Business Ventures In the Middle Kingdom: Legal and Practical Strategies for Success in China

November 7, 2003
Note: One registrant per form. Photocopies may be used.

Name:_____

Bar Number:_____

Firm:_____

Address:_____

City, State, Zip:_____

Phone:_____Fax:_____

E-mail Address_____

Registration Fee:
[ ] International Law Section Members $240
Business Law Section Members
American Corporate Counsel Association
[ ] Full-time Government Employee or Academic. $125
[ ] Student . . . . . .$ 75
[ ] Non-Section Members. $300
$60 will be allotted for a 2003 International Law Section Membership

Amount Enclosed/To Be Charged: $_____

Your form and check, payable to The State Bar of California, or credit card information must be received by October 28, 2003. On site registration is limited and subject to availability.

Credit Card Information (VISA/MASTERCARD ONLY)

I authorize the State Bar of California to charge my program registration to my Visa/MasterCard account.
(No other credit card will be accepted.)

Account Number_____ Exp. Date _____

Cardholder's Name:_____

Cardholder's Signature:_____

REGISTRATION INFORMATION

Date and Location: November 7, 2003. Sheraton Palo Alto Hotel. 625 El Camino Real, Palo Alto CA 94301. Directions can be found at:
http://www.noycefdn.org/locations/sheratonpa.htm

Accomodations: If you plan on staying at the Sheraton Palo Alto on the night of November 6, 2003, please call the hotel directly at 650.328.2800.

Deadline for Registration: In order to pre-register, your registration form and check, payable to the State Bar of California, or credit card information must be received by **October 28, 2003.**

Mail To: Program Registrations, State Bar of California, 180 Howard St., San Francisco, CA 94105
or
Fax To: Program Registrations at 415.538.2368. In order to fax your registration, credit card information is MANDATORY (VISA or MASTERCARD only)

Cancellations/Refunds: Cancellations and requests for refunds must be received in writing by October 28, 2003. Substitute registrants are allowed but must register in their own name at the meeting to receive MCLE credit.

On-Site Registration is limited and subject to availability. Please register in advance.

No Confirmation Letter will be sent. You must check in at the Registration Desk before the program.

Special Assistance: For special assistance, please call 415.538.2468; for TDD speech and hearing impaired, please call 415.538.2231.

Questions: For registration information, please call 415.538.2508. For information regarding the program please call 415.538.2380.

Audio Cassettes: Cassettes will be available for purchase after the program by calling the Versa-Tape Company at 800.468.2737.

The State Bar of California Section Education & Meeting Services
is a State Bar of California approved MCLE provider.

International Law Section Calendar

August 8-12, 2003 - American Bar Association, International Law Section Annual Meeting San Francisco, California, www.abanet.org/intlaw/home.html. Contact: Norma Rosado (202) 662-1727

September 4-7, 2003 — State Bar of California Annual Meeting, Anaheim, California, www.calbar.ca.gov

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September 14-19, 2003 - International Bar Association Conference - San Francisco, California, www.ibanet.org

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October 8-11, 2003 — American Corporate Counsel Association Annual Meeting, San Francisco, California, www.acca.com

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October 15-18, 2003—American Bar Association Fall Meeting, Brussels, Belguim. Contact: Norma Rosado (202) 662-1727, www.abanet.org

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November 7, 2003—State Bar of California, International Law Section—Palo Alto, California, presents “Structuring and Operating Business Ventures in the Middle Kingdom: Legal and Practical Strategies for Success in China”, 8 Hours MCLE, www.calbar.ca.gov

PLEASE LET US KNOW YOUR INFORMATION!

In order to receive International Law Section new information and updates (via email), please complete and return this form. Your email address may not be current in the State Bar records.

Please fax back this form.

Many thanks from the International Law Section Executive Committee.

Name _____

Bar Number _____

Please update my official membership record:

Email Address _____

Signature _____

Date _____

Return by fax to:

International Law Section
(415) 538-2368

CALL FOR ARTICLES

The Editors of this newsletter are inviting members of the Section and others to submit articles relating to international issues.

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The Editors reserve the right to edit articles for reasons of space or for other reasons to decline to print articles that are submitted. We will consult with authors before any editing.

JOIN US!

For those of you who are not yet members, the California International Law Section invites you to join us now. Take advantage of the MCLE programs and the free publications. Take advantage of the opportunities to recommend topics and/;or speakers for Section programs, to contribute articles and/or ideas for articles to Section publications, and to meet with foreign lawyers.

DUES: _____ United States $60
_____ Law Students in U.S. $25
_____ Outside the U.S. $90

COPY AND MAIL TO:

The State Bar of California
Program Registration
80 Howard Street
San Francisco, CA
94105-1639

OR FAX TO:
415/538 2368
(credit card payments only)

The dues include a yearly subscription to the *California International Law Newsletter, The California International Practitioner* and admission to Section programs and events at discounted prices. There are no prerequisites to membership; all interested attorneys, non-attorneys, law professors and law students are invited to enroll. For further information, please telephone the International Law Section administrative staff at the State Bar of California, (415) 538-2380.

State Bar Membership Number (if applicable) _____

Name _____

Firm Name _____

Address _____

City & Zip _____

Phone _____ Facsimile _____

Email _____

__ Enclosed is my check for my annual Section dues payable to The State Bar of California. (Your cancelled check is acknowledgement of membership.)

If paying by credit card : (MasterCard or Visa ONLY)

Account Number _____ Expiration Date _____

Cardholder's Name _____

Cardholder's Signature _____

__ Credit Card information: I/We hereby authorize The State Bar of California to charge my/our Section enrollment fee(s) to my/our VISA/MasterCard account. (No other credit card will be accepted.